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RECORDATION NO. 23810-C FILED

JUN 10 '03 2-10 PM

Surface Transportation Board

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

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June 10, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Second Supplement to Memorandum of Lease Agreement, a secondary document, dated as of April 15, 2003. The primary document to which this is connected is recorded under Recordation No. 23810. We request that one copy of this document be recorded under Recordation No. 23810-C.

The names and addresses of the parties to the Second Supplement to Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessee:

The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202-4214

A description of the equipment covered by the Second Supplement to Memorandum of Lease Agreement consists of (1) deleting five mill gondola cars numbered DJJX 3234, 4179, 7215, 13187, and 13229, (2) adding five mill gondola cars numbered DJJX 8375, 8377, 10004, 10005, and 10383, and (3) changing the car numbers of six cars from JTIX 100197, 100193, 100187, 100180, 100178, and 100118, to NEGS 724, 723, 722, 721, 720, and 719, respectively.

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Honorable Vernon A. Williams
June 10, 2003
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A fee of \$ 30.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Second Supplement to Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and The David J. Joseph Company, 300 Pike Street, Cincinnati, OH 45202-4214, covering (1) deleting five mill gondola cars numbered DJJX 3234, 4179, 7215, 13187, and 13229, (2) adding five mill gondola cars numbered DJJX 8375, 8377, 10004, 10005, and 10383, and (3) changing the car numbers of six cars from JTIX 100197, 100193, 100187, 100180, 100178, and 100118, to NEGS 724, 723, 722, 721, 720, and 719, respectively.

Very Truly Yours,


Louis E. Gitomer

Enclosures

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SEWAGE TRANSPORTATION BOARD

SECOND SUPPLEMENT TO
MEMORANDUM OF LEASE AGREEMENT

BETWEEN

LASALLE NATIONAL LEASING CORPORATION

AND

THE DAVID J. JOSEPH COMPANY

Dated as of April 15, 2003

SECOND SUPPLEMENT TO
MEMORANDUM OF LEASE AGREEMENT

This Second Supplement to Memorandum of a Lease Agreement is made and entered into as of April 15, 2003 among LaSalle National Leasing Corporation ("Lessor") and The David J. Joseph Company ("Lessee").

WITNESSETH:

1. Lessor and Lessee entered into a Memorandum of Lease Agreement dated as of December 27, 2001, where Lessor leased to Lessee and Lessee leased from Lessor 1320 mill gondolas which was recorded at the Surface Transportation Board (the "Board") at 2:51 p.m. on January 7, 2002 under Recordation Number 23810.

2. The Memorandum of Lease Agreement and Exhibit No. 1 to the Memorandum of Lease Agreement are hereby amended to exclude therefrom mill gondolas numbered DJJX 13187, DJJX 7215, DJJX 4179, DJJX 13229 and DJJX 3234.

3. Mill gondolas numbered DJJX 10383, DJJX 10004, DJJX 10005, DJJX 8375, and DJJX 8377 are hereby substituted and included in, and subjected to the Memorandum of Lease Agreement.

4. The car numbers JTIX 100197, JTIX 100193, JTIX 100187, JTIX 100180, JTIX 100178 and JTIX 100118 are changed to NEGS 724, NEGS 723, NEGS 722, NEGS 721, NEGS 720 and NEGS 719, respectively.

5. Except as amended hereby, the Memorandum of Lease Agreement shall remain unaltered and in full force and effect.

6. This Second Supplement to Memorandum of Lease Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

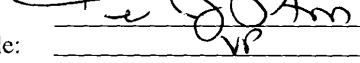
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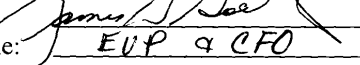
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: LaSalle National Leasing Corporation

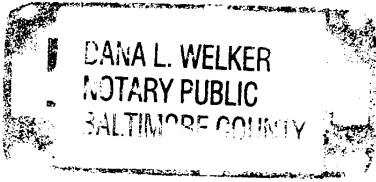
By: 
Title: VP

Lessee: The David J. Joseph Company

By: 
Title: EVP & CFO

[illegible]

On this 9 day of ~~April~~ ^{June}, 2003, before me personally appeared Teri J. Preston, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of LaSalle National Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was her(his) free act and deed.



Dana A. Wilke
NOTARY PUBLIC
My commission expires: 11/12/13

COMMONWEALTH OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 15th day of April, 2003, before me personally appeared JAMES H. GOETZ, to me personally known, who being by me duly sworn, says that he is the EVP & CFO of The David J. Joseph Company, that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was her(his) free act and deed.

Ronda M. Baughman
NOTARY PUBLIC
My commission expires:



LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires
July 22, 2007